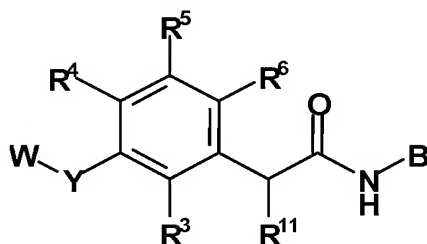


This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims:

1. *(Currently Amended)* A compound of Formula I:



or a pharmaceutically acceptable salt thereof; wherein:

W is R¹ or R¹S(O₂);

R¹ is

R²,

R²(CH₂)_tC(R¹²)₂, where t is 0-3, and each R¹² can be the same or different,

(R²)(OR¹²)CH(CH₂)_p, where p is 1-4,

(R²)₂(OR¹²)C(CH₂)_p, where p is 1-4,

R²C(R¹²)₂(CH₂)_t, wherein t is 0-3, and each R¹² can be the same or different,

wherein (R¹²)₂ can also form a ring with C represented by C₃₋₉ cycloalkyl,

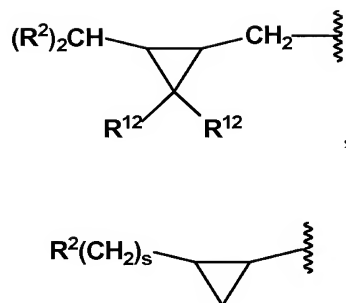
R²CF₂C(R¹²)₂(CH₂)_q, wherein q is 0-2, and each R¹² can be the same or different, wherein (R¹²)₂ can also form a ring with C represented by C₃₋₉ cycloalkyl,

R²CH₂C(R¹²)₂(CH₂)_q, wherein q is 0-2, and each R¹² can be the same or different, wherein (R¹²)₂ can also form a ring with C represented by C₃₋₉ cycloalkyl,

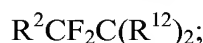
(R²)₂CH(CH₂)_r, where r is 0-4 and each R² can be the same or different, and wherein (R²)₂ can also form a ring with CH represented by C₃₋₉ cycloalkyl, C₇₋₁₂ ~~bicyclic~~ **bicyclic** alkyl, C₁₀₋₁₆ ~~tricyclic~~ **tricyclic** alkyl, or a 6-membered monocyclic heterocyclic ring which is unsaturated, and which has one heteroatom that is N;-

R²O(CH₂)_p, wherein p is 2-4,

(R²)₂CF(CH₂)_r, wherein r is 0-4 and each R² can be the same or different, wherein (R²)₂ can also form a ring with C represented by C₃₋₉ cycloalkyl, C₇₋₁₂ bicyclic alkyl, C₁₀₋₁₆ tricyclic alkyl, or a 6-membered monocyclic-heterocyclic ring which is unsaturated, and which has one heteroatom that is;



where s is 0 or 1, or



R^2 is

phenyl, naphthyl, or biphenyl, each of which is unsubstituted or substituted with one or more of C_{1-4} alkyl, C_{1-4} alkoxy, halogen, hydroxy, CF_3 , OCF_3 , $COOH$, CO_2R^{21} , $CONH_2$, $CONR^{22}R^{23}$, SO_2 alkyl, SO_2NH_2 , or $SO_2NR^{22}R^{23}$,

a 6-membered monocyclic heteroaryl ring, wherein the heteroaryl ring has one heteroatom that is N and wherein the heteroaryl ring is unsubstituted or substituted with one or more of C_{1-4} alkyl, C_{1-4} alkoxy, halogen, hydroxy, CF_3 , OCF_3 , $COOH$, CO_2R^{21} , $CONH_2$, $CONR^{22}R^{23}$, SO_2 alkyl, SO_2NH_2 , or $SO_2NR^{22}R^{23}$,

C_{3-9} cycloalkyl, which is unsubstituted or substituted with one or more of C_{1-4} alkyl, C_{1-4} alkoxy, halogen, hydroxy, CF_3 , OCF_3 , $COOH$, CO_2R^{21} , $CONH_2$, $CONR^{22}R^{23}$, SO_2 alkyl, SO_2NH_2 , or $SO_2NR^{22}R^{23}$, or

C_{7-12} bicyclic alkyl, which is unsubstituted or substituted with one or more of C_{1-4} alkyl, C_{1-4} alkoxy, halogen, hydroxy, CF_3 , OCF_3 , $COOH$, CO_2R^{21} , $CONH_2$, $CONR^{22}R^{23}$, SO_2 alkyl, SO_2NH_2 , or $SO_2NR^{22}R^{23}$;

Y is -NH- or O;

R^3 is hydrogen, halogen or OH;

R^4 and R^5 are independently hydrogen, halogen, alkyl, alkenyl, alkynyl, hydroxy, alkoxy, haloalkyl, haloalkoxy, hydroxyalkyl, cyano, nitro, $-CO_2R^x$, $-CH_2OR^x$ or $-OR^x$, where R^x , in each instance, is independently one of hydrogen or C_{1-6} alkyl;

R^6 is cyano or acetylenyl;

R^{11} is hydrogen, halogen or alkyl;

R^{12} is

hydrogen or halogen,

C_{1-6} alkyl, unsubstituted or substituted with one or more of hydroxy,

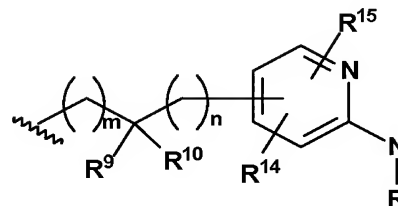
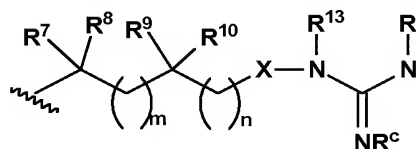
$COOH$, amino, or halogen,

CF_3 ;

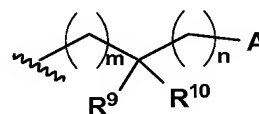
R^{21} is C_{1-8} alkyl, C_{1-8} cycloalkyl, C_{1-8} alkyl ether, or C_{1-8} cycloalkyl ether;

R^{22} and R^{23} are, independently, hydrogen, C_{1-8} alkyl, C_{1-8} cycloalkyl, C_{1-8} alkyl ether, or C_{1-8} cycloalkyl ether or taken together with the nitrogen atom to which they are attached, R^{22} and R^{23} form a 3 to 9 member saturated ring, optionally having from 0 to 2 additional heteroatoms selected from nitrogen or oxygen;

B is selected from the group consisting of:



And



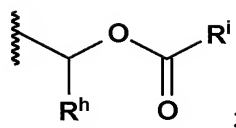
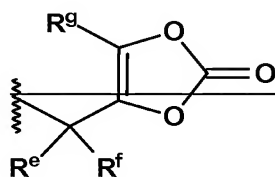
wherein

R^7 , R^8 , R^9 , and R^{10} are independently hydrogen or alkyl;

X is $-O-$, $-NR^{18}-$, or $-CH=N-$ (where N is bonded to NR^{13}) where R^{18} is hydrogen or alkyl, wherein said alkyl is optionally substituted with amino, monoalkylamino, dialkylamino, alkoxy, hydroxy, carboxy, alkoxycarbonyl, aryloxycarbonyl, aralkoxycarbonyl, acylamino, cyano or trifluoromethyl;

R^a , R^b and R^c are independently hydrogen, alkyl, hydroxy, alkoxy, alkoxycarbonyloxy, cyano or $-CO_2R^w$,

where R^w is C_{1-12} alkyl, C_{3-9} cycloalkyl, C_{6-14} aryl, $C_{6-14ar}(C_{1-12})$ alkyl, or



where R^e and R^f are independently hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl or C_{6-14} aryl, R^g is hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl or C_{6-14} aryl, R^h is hydrogen, C_{1-6} alkyl, C_{2-6} alkenyl or C_{6-14} aryl, and R^i is $C_{6-14}ar(C_{1-12})alkyl$ or C_{1-12} alkyl;

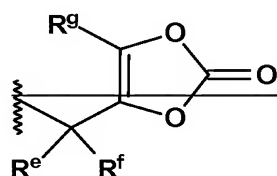
n is from zero to 2;

m is from zero to 2;

R^{13} is hydrogen or alkyl;

R^{14} and R^{15} are independently hydrogen, alkyl, cycloalkyl, halogen or alkoxy;

R^{16} and R^{17} are independently hydrogen, alkyl, hydroxy, alkoxy, cyano or $-CO_2R^j$, where R^j is C_{1-12} alkyl, C_{3-9} cycloalkyl, C_{6-14} aryl, $C_{6-14}ar(C_{1-12})alkyl$, or halo($C_{1-12})alkyl$ ~~or~~



where R^e , R^f and R^g are independently hydrogen or C_{1-12} alkyl; and

A is a 6-membered heteroaryl ring

wherein the heteroaryl ring has one heteroatom that is N, and is monosubstituted with $-NR^{19}R^{20}$, where R^{19} and R^{20} are independently hydrogen or C_{1-4} alkyl,

or wherein the heteroaryl ring has one heteroatom that is N, and is optionally substituted with one or more of halogen, hydroxy, alkyl, alkoxy, or $-NR^{19}R^{20}$, where R^{19} and R^{20} are independently hydrogen or C_{1-4} alkyl.

2. (Previously Presented) A compound of claim 1, wherein R^2 is

phenyl, naphthyl, or biphenyl, each of which is unsubstituted or substituted with one or more of C₁₋₄ alkyl, C₁₋₄ alkoxy, halogen, hydroxy, CF₃, OCF₃, COOH, CONH₂, or SO₂NH₂,

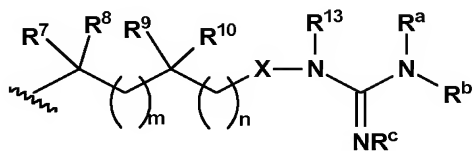
a 6-membered monocyclic heteroaryl ring, wherein the ~~heterocyclic or~~ heteroaryl ring has one heteroatom that is N, and is optionally substituted with halogen, hydroxy, or alkyl,

C₃₋₉ cycloalkyl which can be saturated or unsaturated, or

C₇₋₁₂ bicyclic alkyl which can be saturated or unsaturated.

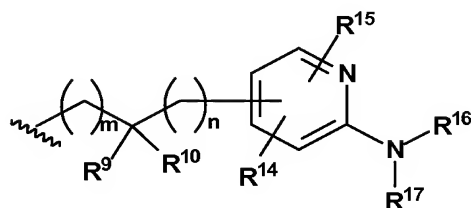
3. **(original)** A compound of claim 1, wherein R³ is hydrogen or halogen and R¹¹ is hydrogen or alkyl.
4. **(original)** A compound of claim 1, wherein
- R³ is halogen;
 - R⁴ and R⁵ are independently hydrogen, halogen, or C₁₋₆ alkyl;
 - R¹¹ is hydrogen or C₁₋₆ alkyl;
 - R⁷, R⁸, R⁹ and R¹⁰ are independently hydrogen or C₁₋₆ alkyl;
 - R¹⁸ is hydrogen or C₁₋₆ alkyl optionally substituted with amino, mono(C₁₋₆)alkylamino, di(C₁₋₆)alkylamino, C₁₋₈ alkoxy, hydroxy, carboxy, C₁₋₈alkoxycarbonyl, C₆₋₁₄ aryloxycarbonyl, C₆₋₁₄ar(C₁₋₂₀)alkoxycarbonyl, acylamino, cyano or trifluoromethyl;
 - R^a, R^b and R^c are independently hydrogen or C₁₋₆ alkyl;
 - R¹³ is hydrogen or C₁₋₆ alkyl;
 - R¹⁴ and R¹⁵ are independently hydrogen or C₁₋₆ alkyl; and
 - R¹⁶ and R¹⁷ are independently hydrogen or C₁₋₆ alkyl.

5. (original) A compound according to claim 1, wherein B is



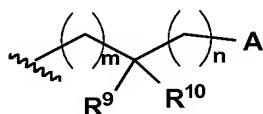
6. *(original)* A compound according to claim 5, wherein X is O.

7. *(original)* A compound according to claim 1, wherein B is



8. *(original)* A compound according to claim 7, wherein R¹⁶ and R¹⁷ are hydrogen.

9. *(original)* A compound according to claim 1, wherein B is



10. *(Canceled)*

11. *(Previously Presented)* A compound according to claim 1, wherein:

W is R¹;

R¹ is R²CF₂C(R¹²)₂(CH₂)_q;

R² is aryl or pyridyl, each of which is optionally substituted with halogen or alkyl;

R¹² is hydrogen; and

q is zero.

12. *(Previously Presented)* A compound according to claim 1, wherein:

W is R¹;

R¹ is R²CF₂C(R¹²)₂(CH₂)_q;

R² is aryl or pyridyl, each of which is optionally substituted with halogen, alkyl or SO₂ alkyl;

R^{12} is hydrogen; and
q is zero.

13. *(original)* A compound according to claim 1, wherein R^3 is halogen.
14. *(original)* A compound according to claim 13, wherein R^3 is chloro or fluoro.
15. *(Previously Presented)* A compound according to claim 14, wherein R^3 is fluoro and R^4 and R^5 are hydrogen.
16. *(original)* A compound according to claim 1, wherein R^{11} is hydrogen.
17. *(original)* A compound according to claim 1, wherein R^a , R^b , R^c and R^{13} are each hydrogen.
18. *(original)* A compound according to claim 1, wherein each of R^7 , R^8 , R^9 and R^{10} are hydrogen.
19. *(original)* A compound according to claim 1, wherein R^6 is cyano.
20. *(original)* A compound according to claim 19, wherein R^3 is halogen.
21. *(original)* A compound according to claim 20, wherein R^3 is fluoro while R^4 is hydrogen or fluoro and R^5 is hydrogen.
22. *(Previously Presented)* A compound which is one of:
N-[2-(Amidinoaminoxy)ethyl]-2-{3-[(2,2-difluoro-2-(5-methyl
pyridyl)ethyl)amino]-6-cyano-2-fluorophenyl}acetamide;
N-[2-(Amidinoaminoxy)ethyl]-2-{3-[2-(3-chlorophenyl)-2,2-difluoro
ethylamino]-6-cyano-2-fluorophenyl}acetamide;

N-(3-Aminobenzo[d]isoxazol-6-ylmethyl)-2-[6-cyano-3-(2,2-difluoro-2-pyridin-2-yl-ethylamino)-2-fluorophenyl]acetamide;

N-[2-(Amidinoaminooxy)ethyl]-2-{3-[(2,2-difluoro-2-(4-methylpyridyl)ethyl)amino]-6-cyano-2-fluorophenyl} acetamide;

N-[2-(Amidinoaminooxy)ethyl]-2-{3-[(2,2-difluoro-2-(6-methylpyridyl)ethyl)amino]-6-cyano-2-fluorophenyl} acetamide;

N-[2-(Amidinoaminooxy)ethyl]-2-{3-[(2,2-difluoro-2-(3-methylpyridyl)ethyl)amino]-6-cyano-2-fluorophenyl} acetamide;

N-[2-(Amidinoaminooxy)ethyl]-2-{3-[(2,2-difluoro-2-(quinolin-8-yl)ethyl)amino]-6-cyano-2-fluorophenyl} acetamide;

N-(6-Amino-2-methyl-pyridin-3-ylmethyl)-2-[6-cyano-3-(2,2-difluoro-2-pyridin-2-yl-ethylamino)-2-fluoro-phenyl]-acetamide;

N-(6-Amino-pyridin-3-ylmethyl)-2-[6-cyano-3-(2,2-difluoro-2-pyridin-2-yl-ethylamino)-2-fluoro-phenyl]-acetamide;

N-[2-(Amidinoaminooxy)ethyl]-2-{3-[(2,2-difluoro-2-pyridyl ethyl)amino]-6-cyano-2-fluorophenyl} acetamide;

N-[2-(Amidinoaminooxy)ethyl]-2-{3-[(2,2-difluoro-2-phenyl ethyl)amino]-6-cyano-2-fluorophenyl} acetamide;

N-[2-(Amidinoaminooxy)ethyl]-2-{3-[(2,2-difluoro-2-(3-fluoro phenyl)ethyl)amino]-6-cyano-2-fluorophenyl} acetamide;

N-[2-(Amidinoaminooxy)ethyl]-2-{3-[(2,2-difluoro-2-(3,4-difluoro phenyl)ethyl)amino]-6-cyano-2-fluorophenyl} acetamide;

N-[2-(Amidinoaminooxy)ethyl]-2-{6-cyano-3-[2,2-difluoro-2-(6-methyl-1-oxy-pyridin-2-yl)-ethylamino]-2-fluoro-phenyl} acetamide;

N-[2-(Amidinoaminooxy)ethyl]-2-{3-[(2,2-difluoro-2-(5-chloro-pyridin-2-yl)ethyl)amino]-6-cyano-2-fluorophenyl} acetamide;

N-[2-(Amidinoaminooxy)ethyl]-2-{3-[(2,2-difluoro-2-(5-chloro-1-oxy-pyridin-1-yl)ethyl)amino]-6-cyano-2-fluorophenyl} acetamide;

N-[2-(Amidinoaminooxy)ethyl]-2-{6-cyano-3-[2,2-difluoro-2-(1-oxy-pyridin-2-yl)-ethylamino]-2-fluoro-phenyl} acetamide;

N-[2-(Amidinoaminooxy)ethyl]-2-{3-[(2,2-difluoro-2-(2-methanesulfonylphenyl)ethyl)amino]-6-cyano-2-fluorophenyl}acetamide;

N-[2-(Amidino-N-methyl-aminooxy)ethyl]-2-{3-[(2,2-difluoro-2-pyridyl-ethyl)amino]-6-cyano-2-fluorophenyl}acetamide;

2-[6-Cyano-3-(2,2-difluoro-2-pyridin-2-yl-ethylamino)-2-fluorophenyl]-N-tetrazolo[1,5-b]pyridazin-6-ylmethyl-acetamide;

or a pharmaceutically acceptable salt thereof.

23. **(original)** A pharmaceutical composition, comprising a compound of claim 1 and a pharmaceutically-acceptable carrier.

24. **(original)** A pharmaceutical composition, comprising a compound of claim 2 and a pharmaceutically-acceptable carrier.

25. **(original)** A pharmaceutical composition, comprising a compound of claim 5 and a pharmaceutically-acceptable carrier.

26. **(original)** A pharmaceutical composition, comprising a compound of claim 7 and a pharmaceutically-acceptable carrier.

27. **(original)** A pharmaceutical composition, comprising a compound of claim 9 and a pharmaceutically-acceptable carrier.

28. **(original)** A pharmaceutical composition, comprising a compound of claim 19 and a pharmaceutically-acceptable carrier.

29. **(original)** A pharmaceutical composition, comprising a compound of claim 20 and a pharmaceutically-acceptable carrier.

30. **(original)** A pharmaceutical composition, comprising a compound of claim 22 and a pharmaceutically-acceptable carrier.

31. **(original)** A pharmaceutical composition according to claim 23, further comprising at least one of an anticoagulant, an antiplatelet agent or a thrombolytic agent.
32. **(original)** A pharmaceutical composition according to claim 23, wherein said compound is present in an amount between about 0.1 and about 500 mg.
33. **(Currently Amended)** A method of inhibiting or treating aberrant proteolysis, thrombosis, or ischemia ~~ischemic, stroke, or restenosis~~ in a mammal in need thereof, comprising administering to said mammal an effective amount of a compound of claim 1.
34. **(original)** A pharmaceutical composition according to claim 24, further comprising at least one of an anticoagulant, an antiplatelet agent or a thrombolytic agent.
35. **(original)** A pharmaceutical composition according to claim 24, wherein said compound is present in an amount between about 0.1 and about 500 mg.

Claims 36-63 (Canceled).

64. **(original)** A pharmaceutical composition according to claim 23 adapted for oral administration.
65. **(original)** A pharmaceutical composition according to claim 24 adapted for oral administration.
66. **(original)** A pharmaceutical composition according to claim 25 adapted for oral administration.
67. **(original)** A pharmaceutical composition according to claim 26 adapted for oral administration.

68. *(original)* A pharmaceutical composition according to claim 27 adapted for oral administration.
69. *(original)* A pharmaceutical composition according to claim 28 adapted for oral administration.
70. *(original)* A pharmaceutical composition according to claim 29 adapted for oral administration.
71. *(original)* A pharmaceutical composition according claim to 30 adapted for oral administration.